



FORM 485BPOS

RS INVESTMENT TRUST – RSMOX

Filed: May 01, 2003 (period:)

Registration statement for management investment companies) 485(b)

As filed with the Securities and Exchange Commission on May 1, 2003
Registration No. 33-16439
811-05159

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-1A

/X/ REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

/ / PRE-EFFECTIVE AMENDMENT NO.

/X/ POST-EFFECTIVE AMENDMENT NO.45

and

/X/ REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

/X/ AMENDMENT NO. 47

RS INVESTMENT TRUST

(Exact Name of Registrant as Specified in Charter)

388 Market Street
San Francisco, California 94111
(Address of Principal Executive Offices)
Registrant's Telephone Number, including Area Code: (800) 766-3863

G. RANDALL HECHT
c/o RS Investments
388 Market Street
San Francisco, California 94111
(Name and Address of Agent for Service)

Copies to:
TIMOTHY W. DIGGINS, ESQ.
ROPES & GRAY
One International Place
Boston, MA 02110-2624

Approximate date of proposed public offering : As soon as practicable after this
Amendment becomes effective.

It is proposed that this filing will become effective:
(check appropriate box)

/x/ Immediately upon filing pursuant to paragraph (b);
/ / On (date) pursuant to paragraph (b)
/ / 60 days after filing pursuant to paragraph (a)(1);
/ / On (date) pursuant to paragraph (a)(1);
/ / 75 days after filing pursuant to paragraph (a)(2); or
/ / On (date) pursuant to paragraph (a)(2) of Rule 485.

If appropriate, check the following box:

/ / This post-effective amendment designates a new effective date
for a previously filed post-effective amendment.

[GRAPHIC]

PROSPECTUS RS INVESTMENT TRUST

MAY 1, 2003

CALL 1-800-766-FUND www.RSinvestments.com

GROWTH

RS DIVERSIFIED GROWTH FUND

RS EMERGING GROWTH FUND

THE INFORMATION AGE FUND(R)

RS INTERNET AGE FUND(TM)

RS MIDCAP OPPORTUNITIES FUND

RS SMALLER COMPANY GROWTH FUND

RS VALUE + GROWTH FUND

98	16.28%
99	150.21%
00	-26.91%
01	1.88%
02	-39.12%

BEST QUARTER	Fourth Quarter 1999	62.94%
WORST QUARTER	Third Quarter 2001	-29.38%

FUND PERFORMANCE The chart and table to the left provide some indication of the risk of investing in the Fund by showing changes in the Fund's performance from year to year, and by comparing the Fund's returns with those of a broad measure of market performance. The bar chart to the left shows changes in the Fund's performance for the last six calendar years. The table below the bar chart compares the Fund's performance to a broad-based market index. THE FUND'S PAST PERFORMANCE (BEFORE AND AFTER TAXES) IS NOT AN INDICATION OF FUTURE PERFORMANCE. IT IS POSSIBLE TO LOSE MONEY ON AN INVESTMENT IN THE FUND. The Fund may not achieve its investment objective.

Average Annual Total Returns
(Periods Ended 12/31/02)

	1 YEAR	5 YEARS	SINCE INCEPTION (8/1/96)
Return Before Taxes	-39.12%	5.69%	12.42%
Return After Taxes on Distributions+	-39.12%	3.66%	9.85%
Return After Taxes on Distributions and Sale of Fund Shares+	-24.02%	4.10%	9.44%
Russell 2000(R) Growth Index* (reflects no deduction for fees, expenses, or taxes)	-30.26%	-6.59%	-1.68%

+ After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts.

* The Russell 2000(R) Growth Index is an unmanaged market-capitalization-weighted index that measures the performance of those companies in the Russell 2000(R) Index with higher price-to-book ratios and higher forecasted growth values. (The Russell 2000(R) Index measures the performance of the 2,000 smallest companies in the Russell 3000(R) Index, which consists of the 3,000 largest U.S. companies based on total market capitalization.) Index results assume the reinvestment of dividends paid on the stocks constituting the index. You may not invest in the index, and, unlike the Fund, it does not incur fees and expenses.

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RS EMERGING GROWTH FUND

INVESTMENT OBJECTIVE Capital appreciation.

PRINCIPAL INVESTMENT STRATEGIES The Fund invests primarily in smaller, rapidly growing emerging companies. The Fund generally invests in industry segments that are experiencing rapid growth and in companies with proprietary advantages.

RS Investments typically considers a number of factors in evaluating a potential investment, including, for example:

- whether the company has a distinct proprietary element;
- whether it is gaining market share;
- whether it is earning superior margins or experiencing superior profitability;
- whether its incremental margins have potential to show improving returns;
- whether it participates in an emerging space with a large market opportunity;
- whether it has a strong management team.

RS Investments may consider selling a security for the Fund if:

- the company's growth rate deteriorates or its performance otherwise disappoints;

- the price of the security attains RS Investments' price target or otherwise appears relatively high;
- there is an unfavorable change in the company's management or corporate plans;
- institutional ownership of the security increases substantially.

PRINCIPAL INVESTMENTS The Fund invests in a diversified portfolio of equity securities of companies that RS Investments believes have the potential for more rapid growth than the overall economy. The Fund normally invests at least 80% of its net assets in such emerging growth companies. Although the Fund may invest without limit in companies of any size, it is likely, under current market conditions, that a substantial amount of its investments will be in companies with market capitalizations of \$1.5 billion or less. The Fund will likely invest a portion of its assets in technology and Internet-related companies.

PRINCIPAL RISKS It is possible to lose money on an investment in the Fund.

- **EQUITY SECURITIES RISK.** The market price of equity securities owned by the Fund may go up or down, sometimes rapidly or unpredictably, due to factors affecting equity securities markets generally. The value of a security may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage, and reduced demand for the issuer's goods or services. The values of equity securities may also decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally.

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- **INVESTMENT STYLE RISK.** Different types of stocks tend to shift into and out of favor with investors depending on changes in market and economic conditions. Because the Fund invests in growth style stocks, its performance may at times be worse than the performance of other mutual funds that invest more broadly or that have different investment styles.
- **SMALL COMPANIES RISK.** Small companies tend to be more vulnerable to adverse developments than larger companies. They may have limited product lines, markets, or financial resources, or may depend on a limited management group. They may be recently organized, without proven records of success. Their securities may trade infrequently and in limited volumes. As a result, the prices of their securities may fluctuate more than prices of securities of larger, more widely traded companies, and the Fund may experience difficulty in establishing or closing out positions in these securities at prevailing market prices. Also, there may be less publicly available information about small companies or less market interest in their securities compared to larger companies, and it may take longer for the prices of the securities to reflect the full value of their issuers' earnings potential or assets.
- **OVERWEIGHTING RISK.** Overweighting investments in certain sectors or industries increases the risk that the Fund will suffer a loss because of general declines in the prices of stocks in those sectors or industries. Price declines may result from factors that affect a particular sector or industries within a sector, such as labor shortages or increased production costs, competitive conditions, or negative investor perceptions. The Fund will likely invest a substantial portion of its assets in companies in the technology and Internet sectors.

TECHNOLOGY AND INTERNET-RELATED INVESTMENTS. Investments in technology and Internet-related companies may be highly volatile. Changes in their prices may reflect, for example, changes in investor evaluation of a particular product or group of products, of the prospects of a company to develop and market a particular technology successfully, or of technology investments generally. Their values may be significantly affected by intense competition, changes in consumer preferences, challenges in achieving product compatibility, and government regulation. Securities of such companies may experience significant price movements caused by disproportionate investor optimism or pessimism with little or no basis in fundamental economic conditions.

- **PORTFOLIO TURNOVER RISK.** Frequent purchases and sales of the Fund's portfolio securities involve expenses to the Fund, including brokerage commissions and other transaction costs, which reduce the Fund's performance. They may also result in realization of taxable capital gains, which may be taxed to shareholders at ordinary income tax rates.

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[CHART]

Annual Return
(Calendar Year End)

93	7.22%
94	7.96%

95	20.31%
96	21.53%
97	18.54%
98	28.02%
99	182.56%
00	-25.04%
01	-27.31%
02	-40.16%

BEST QUARTER	Fourth Quarter 1999	75.17%
WORST QUARTER	Third Quarter 2001	-31.26%

FUND PERFORMANCE The chart and table on this page provide some indication of the risk of investing in the Fund by showing changes in the Fund's performance from year to year, and by comparing the Fund's returns with those of a broad measure of market performance. The bar chart above shows changes in the Fund's performance for the last 10 calendar years. The table below the bar chart compares the Fund's performance to a broad-based market index. THE FUND'S PAST PERFORMANCE (BEFORE AND AFTER TAXES) IS NOT AN INDICATION OF FUTURE PERFORMANCE. IT IS POSSIBLE TO LOSE MONEY ON AN INVESTMENT IN THE FUND. The Fund may not achieve its investment objective.

Average Annual Total Returns
(Periods Ended 12/31/02)

	1 YEAR	5 YEARS	10 YEARS	SINCE INCEPTION (11/30/87)
Return Before Taxes	-40.16%	3.36%	9.00%	15.08%
Return After Taxes on Distributions+	-40.16%	2.28%	6.35%	12.65%
Return After Taxes on Distributions and Sale of Fund Shares+	-24.66%	2.56%	6.36%	12.19%
Russell 2000(R) Growth Index* (reflects no deduction for fees, expenses, or taxes)	-30.26%	-6.59%	2.62%	7.02%

+ After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts.

* The Russell 2000(R) Growth Index is an unmanaged market-capitalization-weighted index that measures the performance of those companies in the Russell 2000(R) Index with higher price-to-book ratios and higher forecasted growth values. (The Russell 2000(R) Index measures the performance of the 2,000 smallest companies in the Russell 3000(R) Index, which consists of the 3,000 largest U.S. companies based on total market capitalization.) Index results assume the reinvestment of dividends paid on the stocks constituting the index. You may not invest in the index, and, unlike the Fund, it does not incur fees and expenses.

The RS Emerging Growth Fund is currently closed to new investors. See "Other Information About Purchasing Shares."

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THE INFORMATION AGE FUND(R)

INVESTMENT OBJECTIVE Long-term capital appreciation.

PRINCIPAL INVESTMENT STRATEGIES The Fund invests primarily in the information technology sector. Companies in the information technology sector include companies that RS Investments considers to be principally engaged in the development, production, or distribution of products or services related to the processing, storage, transmission, or presentation of information or data.

RS Investments typically considers a number of factors in evaluating a potential investment, including, for example:

- whether the company has a distinct proprietary element;
- whether it is gaining market share;
- whether it is earning superior margins or experiencing superior profitability;
- whether its incremental margins have potential to show improving returns;

INITIAL INVESTMENTS You may make your initial investment by mail or by wire transfer as described on the next page.

- BY MAIL Send a completed Application, together with a check made payable to the Fund in which you intend to invest (or, if you are investing in more than one Fund, make your check payable to RS Investments), to the Funds' Transfer Agent: National Financial Data Services, P.O. Box 219717, Kansas City, MO 64121-9717.

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- BY OVERNIGHT MAIL Send the information described above to National Financial Data Services, 330 West 9th Street, First Floor, Kansas City, MO 64105-1514.
- ONLINE Investors in any Fund may open new accounts and exchange and redeem shares through the RS Investments Web site. RS Investments will accept Internet purchase instructions only for exchanges or if the purchase price is paid to RS Investments through debiting your bank account. RS Investments imposes a limit of \$50,000 on Internet purchase and redemption transactions. You may also download an Automatic Investment Application to open an account from the Web site, complete it by hand, and mail it to RS Investments, along with a check and/or banking instructions. For additional online investing instructions, please visit www.RSinvestments.com.
- BY WIRE Telephone National Financial Data Services at 1-800-624-8025. Indicate the name(s) to be used on the account registration, the mailing address, your Social Security Number or tax ID number, the amount being wired, the name of your wiring bank, and the name and telephone number of a contact person at the wiring bank.

Then instruct your bank to wire the specified amount, along with your account name and number to:

State Street Bank and Trust Company
ABA# 011 000028
Attn: Custody
DDA# 99047177
225 Franklin Street Boston, MA 02110
Credit: [Name of Fund]
For further credit:
(Shareholder's name)
(Shareholder's account #)

At the same time, you MUST mail a completed and signed Application to National Financial Data Services, P.O. Box 219717, Kansas City, MO 64121-9717. Please include your account number on the Application. Failure to supply a signed Application may result in backup withholding for payment to the U.S. Treasury as discussed in the Statement of Additional Information.

You also may purchase and sell shares through certain securities brokers. Such brokers may charge you a transaction fee for this service; account options available to clients of securities brokers, including arrangements regarding the purchase and sale of Fund shares, may differ from those available to people investing directly in the Funds. The Funds, RS Investments, or PFPC Distributors, Inc. ("PFPC Distributors"), the Funds' distributor, may in their discretion pay such brokers for shareholder, subaccounting, and other services.

SUBSEQUENT INVESTMENTS After your account is open, you may invest by Web, mail, telephone, or wire at any time. Please include your name and account number on all checks and wires. Please use separate checks or wires for investments to separate accounts.

- AUTOBUY The Autobuy option allows shareholders to purchase shares by moving money directly from their checking account to a Fund. If you have established the Autobuy option, you may purchase additional shares in an existing account in any amount that does not exceed the cumulative dollar value held in the account by calling the Transfer Agent at 1-800-624-8025 and instructing the Transfer Agent as to the dollar amount you wish to invest. The investment will automatically be processed through the Automatic Clearing House (ACH) system. Shares will be issued at the net asset value per share after the Fund accepts your order, which will typically be on the date when you provide proper instructions to the Transfer Agent (assuming you do so prior to the close of the New York Stock Exchange). There is no fee for this option. If you did not establish this option at the time you opened your account, you need to request an Automatic

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Investment form and send it with a voided check to the Transfer Agent.

OTHER INFORMATION ABOUT PURCHASING SHARES The RS Emerging Growth Fund is currently closed to new investors. Generally, shareholders of other Funds who are not currently shareholders in the RS Emerging Growth Fund will not be permitted to exchange their shares for shares of the RS Emerging Growth Fund. However, certain retirement plans and new investors purchasing shares through certain financial intermediaries may be permitted to purchase (or exchange other Fund shares for) shares of the RS Emerging Growth Fund. Contact RS Investments for more information.

All purchases of the Funds' shares are subject to acceptance by a Fund and are

not binding until accepted and shares are issued. Failure to include your specific Fund and account information may delay processing of purchases. Purchases of Fund shares are generally made at the net asset value next determined after the purchase is accepted. (See "How Shares Are Priced.") However, orders received by certain retirement plans and other financial intermediaries on a business day prior to the close of regular trading on the New York Stock Exchange and communicated to the Transfer Agent on the following business day may be effected at the net asset value determined on the prior business day. Please initiate any wire transfer early in the morning to ensure that the wire is received by a Fund before the close of the New York Stock Exchange, normally 4:00 p.m. Eastern Time.

All purchases must be made in U.S. dollars, and checks should be drawn on banks located in the U.S. Third-party checks will not be accepted as payment for purchases. If your purchase of shares is canceled due to nonpayment or because a check does not clear, you will be held responsible for any loss incurred by the Funds or the Transfer Agent. Each Fund can redeem shares to reimburse it or the Transfer Agent for any such loss.

Each Fund reserves the right to reject any purchase, in whole or in part, and to suspend the offering of its shares for any period of time and to change or waive the minimum investment amounts specified in this Prospectus.

No share certificates will be issued.

HOW TO SELL SHARES

You may redeem your shares, or sell your shares back to the appropriate Fund, on any business day by following one of the procedures explained below.

- BY MAIL You may redeem your shares of a Fund by mailing a written request for redemption to the Transfer Agent that:
 - States the number of shares or dollar amount to be redeemed.
 - Identifies your Fund and account number.
 - Is signed by you and all other owners of the account exactly as their names appear on the account.

If you request that the proceeds from your redemption be sent to you at an address other than your address of record, or to another party, you must include a signature guarantee for each such signature by an eligible signature guarantor, such as a member firm of a national securities exchange or a commercial bank or trust company located in the United States. If you are a resident of a foreign country, another type of certification may be required. Please contact the Transfer Agent for more details. Corporations, fiduciaries, and other types of shareholders may be required to supply additional documents that support their authority to effect a redemption.

- BY TELEPHONE Unless you have indicated you do not wish to establish telephone redemption privileges (see the Account Application or call the Transfer Agent for details), you may redeem shares by calling the Transfer Agent at 1-800-624-8025 by the close of the New York Stock Exchange, normally 4:00 p.m. Eastern Time, on any day the New York Stock Exchange is open for business.

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If an account has more than one owner, the Transfer Agent may rely on the instructions of any one owner. Each Fund employs reasonable procedures in an effort to confirm the authenticity of telephone instructions. If procedures established by the Trust are not followed, the Funds and the Transfer Agent may be responsible for any losses because of unauthorized or fraudulent instructions. By not declining telephone redemption privileges, you authorize the Transfer Agent to act upon any telephone instructions it believes to be genuine (1) to redeem shares from your account and (2) to mail or wire the redemption proceeds. If you recently opened an account by wire, you cannot redeem shares by telephone until the Transfer Agent has received your completed Application.

Telephone redemption is not available for shares held in IRAs. Each Fund may change, modify, or terminate its telephone redemption services at any time upon 30 days notice.

- ONLINE Internet cash redemptions will be paid to the same bank account from which the payment to RS Investments originated. RS Investments imposes a limit of \$50,000 on Internet redemption transactions.

You may be able to initiate many transactions electronically. Neither the Funds nor the Transfer Agent will be responsible for any losses resulting from unauthorized transactions if they follow reasonable security procedures designed to verify the identity of the investor. The Transfer Agent may request personalized security codes or other information. For additional online investing instructions, please visit www.RSinvestments.com.

- BY WIRE If your financial institution receives Federal Reserve wires, you may instruct that your redemption proceeds be forwarded to you by a wire transfer. Please indicate your financial institution's complete wiring instructions. The Funds will forward proceeds from telephone redemptions only to the bank account or brokerage account that you have authorized in writing. A \$9.00 wire fee will be paid either by redeeming shares from your account,

shares through the reinvestment of distributions. Early in each year, the Trust will notify you of the amount and tax status of distributions paid to you by each of the Funds for the preceding year.

TAXES WHEN YOU SELL OR EXCHANGE YOUR SHARES Any gain resulting from the sale or exchange of your shares in the Funds will also generally be subject to federal income tax at the capital gains rate, depending on your holding period.

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CONSULT YOUR TAX ADVISER ABOUT OTHER POSSIBLE TAX CONSEQUENCES This is a summary of certain federal tax consequences of investing in a Fund. You should consult your tax adviser for more information on your own tax situation, including possible foreign, state, and local taxes.

DISTRIBUTION ARRANGEMENTS AND RULE 12b-1 FEES

PFPC Distributors is the principal underwriter of the Funds' shares. To compensate PFPC Distributors for the services it provides and for the expenses it bears in connection with the distribution of Fund shares, each Fund makes payments to PFPC Distributors under a Distribution Plan adopted pursuant to Rule 12b-1 under the Investment Company Act of 1940. The Plan is a compensation plan. Under the Plan, each of the Funds pays PFPC Distributors compensation, accrued daily and paid monthly, at the annual rate of 0.25% of the Fund's average daily net assets.

RS Investments performs certain services in respect of the promotion of the shares of the Funds. PFPC Distributors pays to RS Investments a portion of the payments received by PFPC Distributors under the Distribution Plan, in respect of those services.

RS Investments or PFPC Distributors, at their own expense and out of their own assets, may also provide other compensation to financial institutions in connection with sales of the Funds' shares or the servicing of shareholders or shareholder accounts. Such compensation may include, but is not limited to, financial assistance to financial institutions in connection with conferences, sales, or training programs for their employees, seminars for the public, advertising or sales campaigns, or other financial institution-sponsored special events. In some instances, this compensation may be made available only to certain financial institutions whose representatives have sold or are expected to sell significant amounts of shares. Dealers may not use sales of the Funds' shares to qualify for this compensation to the extent such may be prohibited by the laws or rules of any state or any self-regulatory agency, such as the National Association of Securities Dealers, Inc.

In addition to payments under the Distribution Plan, the Funds reimburse PFPC Distributors and RS Investments for payments they make to financial institutions that provide certain shareholder services. The amount of the reimbursement is calculated in a manner approved by the Trustees and is reviewed by the Trustees periodically.

The Funds pay distribution and other fees for the sale of their shares and for services provided to shareholders out of the Funds' assets on an ongoing basis. As a result, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges.

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FINANCIAL HIGHLIGHTS

RS DIVERSIFIED GROWTH FUND

	YEAR ENDED 12/31/02	YEAR ENDED 12/31/01	YEAR ENDED 12/31/00	YEAR ENDED 12/31/99	YEAR ENDED 12/31/98
Net asset value, beginning of period	\$ 23.26	\$ 22.83	\$ 32.99	\$ 15.89	\$ 14.04
Net investment income/(loss)	(0.19)	(0.18)	(0.25)	-	(0.19)
Net realized and unrealized gain/(loss)	(8.91)	0.61	(8.69)	22.58	2.43
TOTAL OPERATIONS	(9.10)	0.43	(8.94)	22.58	2.24
Distributions from net investment income	-	-	-	-	-
Distribution from net realized capital gain	-	-	(1.22)	(5.48)	(0.39)
Net asset value, end of period	\$ 14.16	\$ 23.26	\$ 22.83	\$ 32.99	\$ 15.89
TOTAL RETURN	(39.12)%	1.88%	(26.91)%	150.21%	16.28%
Net assets, end of period (thousands)	\$ 570,814	\$ 853,309	\$ 567,888	\$ 304,746	\$ 69,031
Net ratio of expenses to average net assets(1)	1.50%	1.52%	1.51%	1.84%	1.89%
Gross ratio of expenses to average net assets	1.69%	1.71%	1.66%	1.89%	1.95%
Net ratio of net investment income/(loss) to average net assets(1)	(1.11)%	(1.03)%	(1.01)%	(1.40)%	(1.29)%
Gross ratio of net investment income/(loss) to average net assets	(1.30)%	(1.22)%	(1.16)%	(1.44)%	(1.35)%
Portfolio turnover rate	223%	255%	383%	473%	403%

Per-share data has been determined by using the average number of shares outstanding throughout the period.

DIVERSIFIED GROWTH FUND

Friedman Billings Ramsey

\$3,363,984

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EMERGING GROWTH FUND

Legg Mason

\$15,459,990

THE FUNDS' DISTRIBUTION PLAN

Each of the Funds has adopted a Distribution Plan under Rule 12b-1 of the 1940 Act (the "Plan"). Pursuant to the Plan, the Fund may pay distribution fees to the Distributor for services the Distributor renders and costs and expenses it incurs in connection with the promotion and distribution of the Fund's shares, at an annual rate of up to 0.25% of the Fund's average daily net assets. Such expenses may include, but are not limited to, costs of advertising and promoting the sale of shares of the Fund and payments to dealers, financial institutions, advisors, or other firms. They may also include the Distributor's overhead expenses attributable to the distribution of the Fund's shares, which may include, for example, expenses for office space, communications, and salaries of the Distributor's personnel, and any other of the Distributor's expenses attributable to the distribution of the Fund's shares. The Plan is a "compensation" plan.

The Distributor retains from amounts paid to it under the Plan \$8,000 a month in compensation for its services as distributor. The Distributor also currently makes payments, from amounts paid to it under the Plan, to dealers, financial institutions, advisors, and other firms in respect of shareholder accounts in each of the Funds. Amounts paid by the Distributor to such dealers and other firms generally include an amount intended to compensate the dealers and other firms for shareholder services they provide in respect of their clients' investments in the Funds. In addition to amounts paid under the Plan, each Fund makes payments to or for the account of the Distributor or RS Investments, pursuant to procedures approved by the Trustees, in an amount estimated to equal the savings to the Fund in transfer agency and similar fees and charges resulting from the services provided by such dealers and other firms to their clients (the "Services Reimbursement").

RS Investments and its affiliates provide certain services in respect of the promotion of the shares of the Funds. The Distributor causes to be paid to RS Investments any amounts paid to it under the Plan, and any Services Reimbursement, after payment by the Distributor of all amounts described in the preceding paragraph and the retention by it of its compensation.

RECENT PAYMENTS UNDER THE FUNDS' DISTRIBUTION PLAN AND RECENT SERVICES REIMBURSEMENTS.

	PAYMENTS UNDER THE FUNDS' DISTRIBUTION PLAN	SERVICES REIMBURSEMENTS
	-----	-----
THE CONTRARIAN FUND(TM)		
Year ended 12/31/00	\$247,999	\$69,320
Year ended 12/31/01	\$199,317	\$50,996
Year ended 12/31/02	\$158,622	\$41,016
DIVERSIFIED GROWTH FUND		
Year ended 12/31/00	\$1,554,859	\$889,328
Year ended 12/31/01	\$1,570,268	\$963,135
Year ended 12/31/02	\$1,693,598	\$1,119,050
EMERGING GROWTH FUND		
Year ended 12/31/00	\$12,684,558	\$5,071,389
Year ended 12/31/01	\$7,089,119	\$3,460,256
Year ended 12/31/02	\$4,298,785	\$2,807,941
GLOBAL NATURAL RESOURCES FUND		

Year ended 12/31/00	\$68,114	\$39,468
Year ended 12/31/01	\$77,243	\$42,691
Year ended 12/31/02	\$74,677	\$37,759

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MIDCAP OPPORTUNITIES FUND

Year ended 12/31/00	\$585,848	\$122,455
Year ended 12/31/01	\$432,297	\$105,304
Year ended 12/31/02	\$284,518	\$84,572

THE INFORMATION AGE FUND(R)

Year ended 12/31/00	\$876,691	\$192,701
Year ended 12/31/01	\$359,922	\$127,271
Year ended 12/31/02	\$184,490	\$92,432

RS INTERNET AGE FUND(TM)

Year ended 12/31/00	\$495,382	\$259,666
Year ended 12/31/01	\$177,640	\$104,260
Year ended 12/31/02	\$110,569	\$78,260

SMALLER COMPANY GROWTH FUND

Year ended 12/31/00	\$303,860	\$81,507
Year ended 12/31/01	\$249,475	\$83,369
Year ended 12/31/02	\$283,007	\$97,671

PARTNERS FUND

Year ended 12/31/00	\$55,938	\$24,835
Year ended 12/31/01	\$186,855	\$84,322
Year ended 12/31/02	\$231,910	\$113,028

VALUE + GROWTH FUND

Year ended 12/31/00	\$1,528,541	\$271,220
Year ended 12/31/01	\$946,498	\$225,530
Year ended 12/31/02	\$576,742	\$162,347

PAYMENTS TO RS INVESTMENTS

The following table shows amounts paid in the period indicated to RS Investments from amounts received by the Distributor under the Plan and from Services Reimbursements made during those periods.

FUND	TOTAL IN 2002	TOTAL IN 2001	TOTAL IN 2000
-----	-----	-----	-----
The Contrarian Fund(TM)	\$117,112	\$151,970	\$191,515
Diversified Growth Fund	\$676,250	\$709,386	\$755,239
Emerging Growth Fund	\$2,079,085	\$2,959,370	\$4,548,555
Global Natural Resources Fund	\$27,866	\$30,138	\$28,539
MidCap Opportunities Fund	\$110,332	\$156,317	\$191,026
The Information Age Fund(R)	\$106,387	\$169,782	\$275,546
Internet Age Fund(TM)	\$98,893	\$137,064	\$319,130
Smaller Company Growth Fund	\$149,190	\$107,129	\$155,790
Partners Fund	\$99,934	\$84,993	\$31,825
Value + Growth Fund	\$319,247	\$471,844	\$667,647

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HOW NET ASSET VALUE IS DETERMINED

Each Fund determines the net asset value per share once daily, as of 4:30 p.m. eastern time, on each day the New York Stock Exchange (the "Exchange") is open. The Exchange is closed Saturdays, Sundays, New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day, Independence Day (observed), Labor Day, Thanksgiving, and Christmas.

Securities for which market quotations are readily available are valued using the last reported sale price or, if no sales are reported (as in the case of some securities traded over-the-counter), at the mean between the closing bid and asked prices, except that certain U.S. Government securities are stated at